

FILED
Western District of Washington
at Seattle

MAR - 2010

U.S. Bankruptcy Court

The Honorable Karen A. Overstreet
Chapter 11

Hearing Location: 700 Stewart St., Rm. 7206

Hearing Date: March 5, 2010

Hearing Time: 9:30 a.m.

Response Date: February 26, 2010

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON AT SEATTLE

In re

QL2 SOFTWARE, Inc.
316 Occidental Ave, S, Ste. 410
Seattle, WA 98104

Debtor.

Case No. 10-10209

FINAL ORDER AUTHORIZING DEBTOR
TO EMPLOY PROFESSIONALS PKM AND
HALL AND INTERIM ORDER
AUTHORIZING DEBTOR TO EMPLOY
BOARD CONSULTANT AND GRAHAM &
DUNN

THIS MATTER came on before the court pursuant to Fed. R. Bankr. P. 2014 and Bankruptcy Code 327(a) and (e) on the Application of QL2 Software, Inc., the Debtor and Debtor-in-Possession, for a Final Order employing the following professionals: Graham & Dunn PC as special counsel for corporate matters, PKM + Associates, LLC as accountants, Brian A. Vincent as Board Consultant, and Charles Brent Hall as Financial Consultant (dkt # 102). The Court having reviewed the Application, including the previously filed declarations of Craig Mueller (dkt # 70), Mark D. Northrup (dkt # 90), Brian A. Vincent (dkt # 87), and Charles Brent Hall (dkt #98), the Tumelsons' Objection to the Application for a Final Order to Employ Professionals (dkt #106), and the Debtor's Reply to the Tumelsons' Objection to Application for a Final Order Authorizing Debtor to Employ Professionals (dkt # 117) the

FINAL ORDER AUTHORIZING DEBTOR TO EMPLOY
PROFESSIONALS - 1
#740781 v1 / 40548-002

Law Offices
KARR TUTTLE CAMPBELL
A Professional Service Corporation
1201 Third Avenue, Suite 2900, Seattle, Washington 98101-3028
Telephone (206) 223-1313, Facsimile (206) 682-7100

1 Declaration of Brian A. Vincent in Support of Employment Applications (dkt # 118), Reply of
2 Graham & Dunn PC to Objection to Application to Employ Professionals (dkt #115), and the
3 court having heard arguments of counsel and overruling in part the Tumelsons' Objection and
4 finding that the proposed professionals hold no interest adverse to the estate on matters on
5 which they are to be employed, and are disinterested except as otherwise disclosed, it is
6
7 HEREBY ORDERED:

8
9 1. Graham & Dunn PC ("G&D") is authorized on an interim basis to represent the
10 debtor as special counsel on corporate matters pursuant to terms of the Application, with its
11 compensation subject to further order of the Bankruptcy Court, with a final hearing to be held
12 April 30, 2010 at 9:30 a.m.

13
14 2. PKM + Associates, LLC ("PKM") is authorized as accountants for the debtor to
15 prepare and file corporate tax returns (state and federal) for the years 2006, 2007, 2008, and
16 2009, including foreign information schedules, related consultations, and research and
17 planning in support of preparation of the required returns, with a general retainer as follows:

18 a) payment of a retainer of \$15,000, as the fee for the 2006 tax return;

19
20 b) upon completion of the 2006 tax return, the Debtor will file *ex parte* a Motion and
21 Proposed Order Authorizing application of the \$15,000 retainer for the work performed, and
22 requesting payment of a \$14,000 retainer for completion of the 2007 tax return, subject to
23 final approval of a fee application upon conclusion of the representation;

24
25 c) upon completion of each of the 2007 and 2008 tax returns, the Debtor will file *ex*
26 *parte* a Motion and Proposed Order requesting application of the \$14,000 retainer for the
27
28

1 work performed, and requesting a retainer payment of \$14,000 for completion of the next tax
2 return, subject to final approval of a fee application upon conclusion of the representation;

3 d) Upon completion of the 2009 tax return, the Debtor will cause to be filed, upon
4 notice and regular hearing, an Application for Final Approval of Accountant's Fees, to
5 authorize application of the last \$14,000 held as a retainer and approving the prior payments.
6

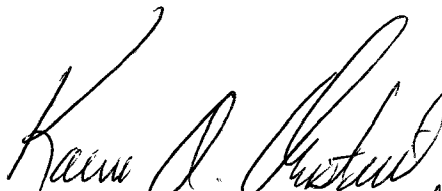
7 3. The Debtor is authorized to retain on an interim basis, Brian A. Vincent as a Board
8 Consultant, effective February 2, 2010, on a half or full-time basis, as determined by the
9 Board of Directors, with his compensation subject to further order of the Bankruptcy Court,
10 except as provided herein.
11

12 a. Mr. Vincent shall be paid at the rate of \$5,000 per week, unless the Board
13 determines that full-time is necessary, in which case his rate shall be \$8,000/week, which shall
14 be payable within three days of receipt of his invoice, plus reimbursement of reasonable out-
15 of-pocket expenses incurred, to include daily parking expenses in the course of his
16 performance on QL2's behalf, with a final hearing to be held April 30, 2010 at 9:30 a.m.,
17 including determination of any performance bonus.
18

19 b. Payment of fees and expenses to Mr. Vincent shall be subject to final court
20 approval at the conclusion of his services.
21

22 4. The Debtor is authorized to retain Charles Brent Hall as a Financial Consultant to
23 perform an insolvency analysis on the terms of the Application with his compensation subject
24 to further order of the Bankruptcy Court.
25

26 DATED this 9th day of March 2010.

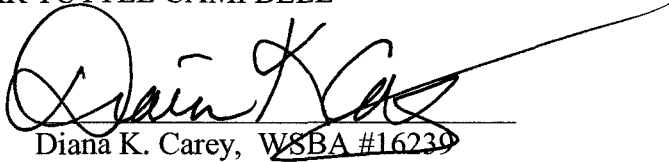
27 
28 Karen A. Overstreet

The Honorable Karen A. Overstreet
U.S. Bankruptcy Court Judge

Presented by:

KARR TUTTLE CAMPBELL

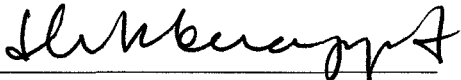
By:



Diana K. Carey, WSBA #16239

Attorneys for Debtor

Approved as to Form; Notice
of Presentation Waived:



John R. Knapp, WSBA # 29343

of Miller Nash

Attorneys for the Tumelsons